

RECEIVED

2008 MAY -1 A 7:06

ELPIDA

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

File No. 82-34850

April 28, 2008

Office of International Corporate Finance
Division of Corporation Finance
Securities and Exchange Commission
Room 3094 – Stop 3-6
450 Fifth Street, N.W.
Washington, D.C. 20549
U.S.A.

SUPPL



Re: Elpida Memory, Inc. – Rule 12g3-2(b) Exempti.

To whom it may concern:

For our enjoying exemption under the Rule 12g3-2(b) of the Securities Exchange Act of 1934 from certain disclosure requirement applicable to a foreign private issuer, we hereby furnish the following materials:

- Documents originally filed or distributed to our shareholder and/or to the public in English language during a period from January 30 to April 25 in year 2008, as per attached as Annex A.

If you have any questions, you can contact to me or my colleague, Yoshimi Yamanaka (Ms.), Legal Group at +81-3-3281-1606 (telephone) or +81-3-3281-1571 (facsimile).

PROCESSED
MAY 27 2008
THOMSON REUTERS

Very truly yours,

By Kenji Morimoto
Kenji Morimoto
Executive Manager, Legal Group
Elpida Memory, Inc.

dw 5/21

Enclosures

ANNEX

	Date	Title	Exhibit
1.	2008/2/14	Notice Concerning New Elpida Subsidiary in Switzerland	I
2.	2008/3/17	UMC and Elpida Partner to Serve Japan-based Foundry Customers	II
3.	2008/3/26	Elpida Announces Major Shareholder Change	III
4.	2008/4/1	Elpida Completes Merger of Hiroshima Elpida	IV
5.	2008/4/1	Elpida Announces Organizational Change	V
6.	2008/4/18	Elpida Memory Reports Fiscal 2007 Preliminary Financial Results	VI
7.	2008/4/23	Elpida Announces Decision to Reduce Executive Compensation	VII
8.	2008/4/24	Elpida and Qumonda to Form Technology Partnership <i>Alliance for Joint Development of 4F2 DRAM Cell</i>	VIII
9.	2008/4/25	Elpida Memory Announces Appointment of New Director	IX
10.	2008/4/25	Consolidated Financial Report for the Year Ended March 31, 2008	IX

EXHIBIT I

1. Notice Concerning New Elpida Subsidiary in Switzerland



News Release

FOR IMMEDIATE RELEASE

Notice Concerning New Elpida Subsidiary in Switzerland

TOKYO, JAPAN, February 14, 2008 – Elpida Memory, Inc. today announces that its wholly owned subsidiary in Holland, Elpida Memory International B.V., plans to strengthen its competitive standing in the European market by establishing a new subsidiary operation in Switzerland (Geneva).

The details of the new Swiss subsidiary appear below.

1. Goal

Due to the increasing high performance and functionality of digital appliances, total memory solutions are becoming more and more important. Therefore Elpida has decided to establish a new sales subsidiary operation in Geneva, Switzerland to enhance our geographic presence in Europe and to work more closely with customers and form business alliances with chipset makers and flash memory makers operating in the European region. Also, the new company will house a "System Technology Lab" that will promote design activities using Elpida's advanced system design and analysis technology to help customers all across Europe.

2. New company information

Corporate name:	Elpida Memory (Europe) Sàrl.
Official representative:	Mr. Akihiko Furusawa (President of Elpida Memory (Europe) GmbH.)
Location:	Geneva, Switzerland
Tentative starting date:	By end of February 2008
Business description:	Semiconductor sales, technical assistance and after service
Capitalization:	20,000 Swiss francs (about JPY2 million)
Main shareholder:	Elpida Memory International B.V. (100%)

3. Outlook

The new Swiss company will be a consolidated subsidiary of Elpida. The new company is likely to only slightly affect Elpida's business results in the current fiscal year.

About Elpida Memory, Inc.

Elpida Memory, Inc., (Tokyo Stock Exchange: Code 6665), is a leading global manufacturer of Dynamic Random Access Memory (DRAM) silicon chips. Our design, manufacturing, and sales operations are backed by our world-class technology expertise. Our manufacturing facilities, Hiroshima Elpida Memory, Inc. (wafer processing) and Akita Elpida Memory, Inc. (packaging and testing), utilize the most advanced manufacturing technologies available in the industry. Elpida's portfolio of advanced products features such characteristics as high-density, high-speed, low power and small packing profiles. The company provides applications across a wide range of areas,

including high-end servers, mobile phones and digital consumer electronics. For more information about Elpida, please visit <http://www.elpida.com>.

Information in this news release is current as of the timing of the release, but may be revised later without notice.

Elpida Press Contacts:

Kumi Higuchi
Corporate Communication Group
Elpida Memory, Inc. (Japan)
Tel: +81-3-3281-1648
E-mail: press@elpida.com

###

EXHIBIT II

2. UMC and Elpida Partner to Serve Japan-based Foundry Customers

UMC

ELPIDA

Editorial Contacts:

UMC:

KJ Communications
Eileen Elam
(408) 927-7753
eileen@kjcompr.com

Elpida

Kumi Higuchi
Elpida
+81-3-3281-1648
press@elpida.com

In Taiwan:

UMC

Alex Hinnawi
(886) 2-2700-6999 ext. 6958
alex_hinnawi@umc.com

UMC and Elpida Partner to Serve Japan-based Foundry Customers

UMC's advanced process technology to be made available to Japanese foundry customers through Elpida

TOKYO, JAPAN and Hsinchu, Taiwan, March 17, 2008 -- Elpida Memory, Inc., a leading global supplier of Dynamic Random Access Memory ("DRAM") and United Microelectronics Corporation ("UMC"), a leading global semiconductor foundry company, today announced their agreement to jointly pursue semiconductor foundry opportunities in Japan. Under this agreement, Elpida will provide its 300mm wafer manufacturing capacity while UMC will contribute the IP support and logic technologies. The joint effort, targeting Japanese foundry customers, will commence at Elpida's 300mm fab in Hiroshima using advanced technologies and applications, including system on chip ("SoC"). The cooperation provides proximity and ease of support for Japan-based foundry customers.

The alliance announced today extends the joint development program that the two companies announced in October 2007 for Copper/low-k, DRAM, and phase-change

random access memory ("PRAM") technologies. Thus far, their collaboration is progressing well, which led the two companies to decide to seek out further possibilities for joint development, as well as for cooperation in manufacturing.

This new alliance is ideally positioned to meet the expanding needs of Japanese semiconductor customers. Following the global trend, more and more Japanese IDM's are adopting fab-lite strategies, terminating in-house process technology development and curtailing or eliminating capital intensive manufacturing activities. This collaboration between Elpida and UMC, will address both technology and manufacturing capacity needs for Japanese system customers. This partnership is also expected to bring both companies synergistic manufacturing benefits. Their joint activities will aid both Elpida and UMC, as each brings their own different technological background, and each gains from the relative strengths of the other.

"We believe that Elpida is an attractive outsourcing option for Japanese IC companies due to our close geographic proximity to them and the fact that Elpida does not compete in the same markets as our target foundry customers," said Yukio Sakamoto, president and CEO of Elpida. "Elpida will continue to focus on DRAM manufacturing for mobile devices and digital consumer electronics customers. Overall DRAM business is very volatile, though. We believe continuous growth of our business is made possible through stable profit performance. Adding foundry as another axis of our business is a solution. "

Dr. Jackson Hu, Chairman and CEO of UMC, said, "Elpida's adoption of UMC's advanced foundry process technology is a strong endorsement of our leadership position in this area. Since last October when we announced our first joint collaboration plans with Elpida, our successful progress and mutual understanding have prompted us to extend the scope of our partnership. Utilizing UMC's advanced Copper/Low-k backend of line (BEOL) process, Elpida has been able to demonstrate prototypes that achieve significant performance advantages for its next generation DRAM products".

About Elpida Memory, Inc.

Elpida Memory, Inc., (Tokyo Stock Exchange Code 6665), is a leading manufacturer of Dynamic Random Access Memory (DRAM) integrated circuits. Our design, manufacturing, and sales operations are backed by our world class technology expertise.

Our manufacturing facilities, Hiroshima Elpida Memory, Inc. (wafer processing) and Akita Elpida Memory, Inc. (packaging and testing), utilize the most advanced manufacturing technologies available. We currently have customer sales and marketing support offices in Japan, North America, Europe, Taiwan, Hong Kong and Singapore. Elpida's advanced product portfolio features such characteristics as high-density, high-speed, low power and small packing profiles. We provide DRAM solutions across a wide range of applications, including high-end servers, mobile phones and digital consumer electronics.

About UMC

UMC (NYSE: UMC, TSE: 2303) is a leading global semiconductor foundry that manufactures advanced system-on-chip (SoC) designs for applications spanning every major sector of the IC industry. UMC's SoC Solution Foundry strategy is based on the strength of the company's advanced technologies, which include production proven 90nm, 65nm, mixed signal/RFCMOS, and a wide range of specialty technologies. Production is supported through 10 wafer manufacturing facilities that include two advanced 300mm fabs; Fab 12A in Taiwan and Singapore-based Fab 12i are both in volume production for a variety of customer products. The company employs approximately 13,000 people worldwide and has offices in Taiwan, Japan, Singapore, Europe, and the United States. UMC can be found on the web at <http://www.umc.com>.

Information in this news release is current as of the timing of the release, but may be revised later without notice.

#

3. Elpida Announces Major Shareholder Change



News Release

FOR IMMEDIATE RELEASE

Elpida Announces Major Shareholder Change

TOKYO, JAPAN, March 26, 2008 – Elpida Memory, Inc (Elpida), Japan's leading global supplier of Dynamic Random Access Memory (DRAM) products, today announced that there was a change in Elpida's major shareholder's shareholding ratio. Details appear below.

1. Previous Major Shareholder

Company name: Hitachi, Ltd.
Headquarters: Chiyoda-ku, Tokyo, Japan
President: Mr. Kazuo Furukawa

2. Amount of voting stock before and after sale of Elpida stocks (along with total stocks held by the shareholder) and percentages of voting stock.

	Voting Stock (Number of stocks held)	% of Voting Stock	Shareholding Rank
Pre-sale (as of September 30, 2007)	142,999 (14,299,980)	11.03%	1st
Post-sale (as of March 26, 2008)	128,000 (12,800,000)	9.87%	1st

(Note 1) The shareholding rank is based on the register of shareholders as of September 30, 2007.

(Note 2) - Number of stocks without voting rights (as of September 30, 2007) which are excluded from the total number of stocks outstanding: 10,200

- Total number of stocks outstanding as of February 29, 2008: 129,760,200

3. Date of sale of Elpida stocks by Hitachi, Ltd.

March 18, 2008

4. Impact of the Sale of Shares

The business relationship with Hitachi will remain the same, and we do not expect a change in its Elpida share ownership to affect our business performance.

About Elpida Memory, Inc.

Elpida Memory, Inc., (Tokyo Stock Exchange: 6665), is a leading global manufacturer of Dynamic Random Access Memory (DRAM) silicon chips. Our design, manufacturing, and sales operations are backed by our world-class technology expertise. Our manufacturing facilities, Hiroshima Elpida Memory, Inc. (wafer processing) and Akita Elpida Memory, Inc. (packaging and testing), utilize the most advanced manufacturing technologies available in the industry. Elpida's portfolio of advanced products features such characteristics as high-density, high-speed, low power and small packing profiles. The company provides applications across a wide range of areas, including high-end servers, mobile phones and digital consumer electronics. For more information about Elpida, please visit <http://www.elpida.com>.

Information in this news release is current as of the timing of the release, but may be revised later without notice.

Elpida Press Contacts:

Kumi Higuchi
Corporate Communication Group
Elpida Memory, Inc. (Japan)
Tel: +81-3-3281-1648
E-mail: press@elpida.com

###

4. Elpida Completes Meger of Hiroshima Elpida



News Release

FOR IMMEDIATE RELEASE

Elpida Completes Merger of Hiroshima Elpida

TOKYO, JAPAN, April 1, 2008 – Elpida Memory (“Elpida”) today announced that it has completed its merger of Hiroshima Elpida Memory (“Hiroshima Elpida”), formerly Elpida’s wholly-owned subsidiary.

With today’s announcement Elpida is the remaining company while Hiroshima Elpida has been dissolved. Hiroshima Elpida was Elpida’s 100%-owned DRAM manufacturing subsidiary. The merger will centralize DRAM-related technology development, manufacturing and sales under a management structure controlled by Elpida that can deliver greater management efficiency and strengthen Elpida’s business base. Hiroshima Elpida’s advanced E300 fab has a production capacity of over 100,000 wafers/month, making it one of the largest semiconductor lines in the world. On March 17 Elpida announced its plan to start a logic foundry business with Taiwan’s second largest foundry UMC using part of the E300 fab.

As a result of the merger and dissolution of Hiroshima Elpida, Mr. Hideki Gomi will no longer be a Hiroshima Elpida director but will continue as the Hiroshima Plant manager and as an Elpida executive officer.

Elpida plans to use the merger to further improve its cost competitiveness and consolidate its leading position in the DRAM market.

The merger completed today was decided at an Elpida board of directors meeting on July 25, 2007 and announced on the same day.

About Elpida Memory, Inc.

Elpida Memory, Inc., (Tokyo Stock Exchange: Code 6665), is a leading global manufacturer of Dynamic Random Access Memory (DRAM) silicon chips. Our design, manufacturing, and sales operations are backed by our world-class technology expertise. Our manufacturing facilities, Hiroshima Elpida Memory, Inc. (wafer processing) and Akita Elpida Memory, Inc. (packaging and testing), utilize the most advanced manufacturing technologies available in the industry. Elpida's portfolio of advanced products features such characteristics as high-density, high-speed, low power and small packing profiles. The company provides applications across a wide range of areas, including high-end servers, mobile phones and digital consumer electronics. For more information about Elpida, please visit <http://www.elpida.com>.

Information in this news release is current as of the timing of the release, but may be revised later without notice.

Elpida Press Contact:
Kumi Higuchi
Elpida Memory, Inc. (Japan)
Tel: +81-3-3281-1648
E-mail: press@elpida.com

-###-

5. Elpida Announces Organizational Change



News Release

FOR IMMEDIATE RELEASE

Elpida Announces Organizational Change

TOKYO, JAPAN, April 1, 2008 – Elpida Memory (“Elpida”) today announced that it has created a Foundry Business Division following its March 17 announcement that it will enter the logic foundry business.

In line with global semiconductor industry trends, more and more Japanese IDM’s are adopting fab-lite strategies by terminating in-house process technology development and curtailing or eliminating capital intensive manufacturing activities. In response to these trends, Elpida has teamed up with Taiwan’s UMC, a leading global semiconductor foundry, to establish a logic products foundry business to serve Japan’s domestic customers. The manufacturing for this business will be handled by the E300 fab formerly operated by Hiroshima Elpida Memory (which has been merged into Elpida as of today).

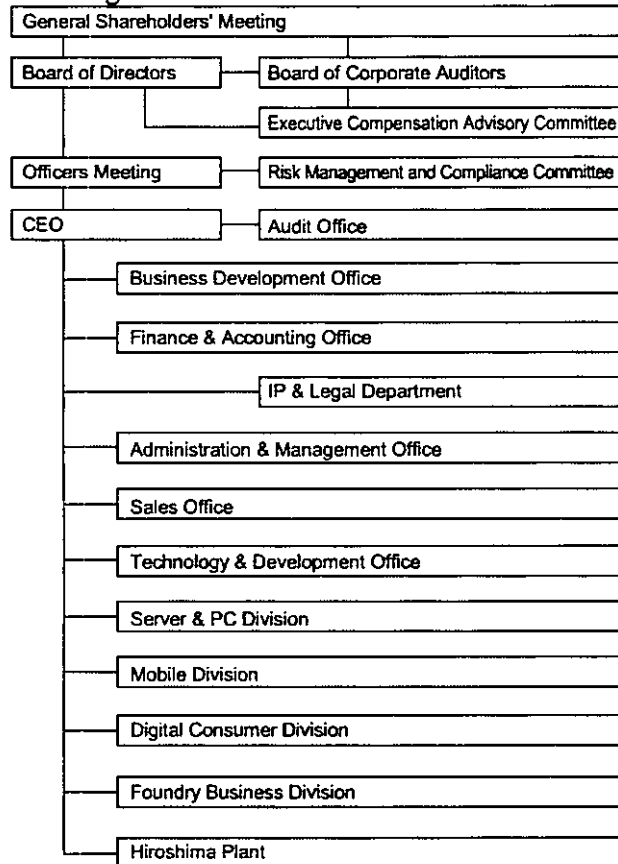
Elpida has created a Foundry Business Division to smoothly integrate the marketing, management, technology development and production related to the foundry business and enables its expansion. The Foundry Business Division will be overseen by Elpida President and CEO Yukio Sakamoto.

Elpida believes continuous growth of its business will be possible through a stable profit performance and the addition of the foundry business as a new major business solution.

Related announcements:

- March 17, 2008: UMC and Elpida Partner to Serve Japan-based Foundry Customers
- April 1, 2008: Elpida Completes Merger of Hiroshima Elpida

New Organization:



(April 1, 2008)

About Elpida Memory, Inc.

Elpida Memory, Inc., (Tokyo Stock Exchange: Code 6665), is a leading global manufacturer of Dynamic Random Access Memory (DRAM) silicon chips. Our design, manufacturing, and sales operations are backed by our world-class technology expertise. Our manufacturing facilities, Hiroshima Elpida Memory, Inc. (wafer processing) and Akita Elpida Memory, Inc. (packaging and testing), utilize the most advanced manufacturing technologies available in the industry. Elpida's portfolio of advanced products features such characteristics as high-density, high-speed, low power and small packing profiles. The company provides applications across a wide range of areas, including high-end servers, mobile phones and digital consumer electronics. For more information about Elpida, please visit <http://www.elpida.com>.

Information in this news release is current as of the timing of the release, but may be revised later without notice.

Elpida Press Contact:

Kumi Higuchi
Elpida Memory, Inc. (Japan)
Tel: +81-3-3281-1648
E-mail: press@elpida.com

-###-

6. Elpida Memory Reports Fiscal 2007 Preliminary Financial Results



FOR IMMEDIATE RELEASE

Elpida Memory Reports Fiscal 2007 Preliminary Financial Results

TOKYO, JAPAN, April 18, 2008 – Elpida Memory, Inc. (Elpida), Japan's leading global supplier of Dynamic Random Access Memory (DRAM), today reported the preliminary financial results for the fiscal year 2007 ended March 31, 2008. The company announced these preliminary results pursuant to Tokyo Stock Exchange's requirement. Final figures are expected to be reported on April 25, 2008.

1. FY 2007 (April 1, 2007 to March 31, 2008) preliminary consolidated business results

(Millions of Yen)

	Net Sales	Operating income	Ordinary income	Net income
Preliminary FY 2007 Results (a)	405,000	(25,000)	(40,000)	(24,000)
FY 2006 Results (b)	490,039	68,420	63,636	52,943
Increase/decrease, yen (a-b)	(85,039)	(93,420)	(103,636)	(76,943)
Increase/decrease (%)	(17%)	—	—	—
9 mo. ended Dec. 31, 2007	315,084	943	(8,943)	5,699
9 mo. ended Dec. 31, 2006	345,854	53,488	50,351	44,458

2. Overview of preliminary results

Prices for Computing DRAM products (for PCs and servers) remained high in 2006 but from January 2007 began falling rapidly. As of December 2007 the spot price for DDR2 SDRAM, a leading PC DRAM product, had declined by more than 80% in 12 months.

In the fourth quarter (4Q) of fiscal year 2007, market pricing conditions failed to recover, sending the company's selling prices even lower. Also the sales volume of high-value added products decreased. Thus, even though the bit shipments increased largely the company estimates quarterly net sales of 90 billion yen (down 5% QoQ, down 40% YoY approximately). The QoQ bit shipment growth was 33% for the quarter (above our forecast of 20%), a result of a better than expected manufacturing volume and yields at the company's Taiwan-based manufacturing joint venture, Rexchip Electronics Corporation.

Elpida reported a 4Q operating loss of around 26 billion yen, compared to an operating loss of 8.9 billion yen for the previous quarter. Based on an increase in the production on the 70nm process node per-chip costs were significantly lower, but the drop in the above-mentioned PC DRAM selling prices, changes in the product mix and yen appreciation all contributed to a drop in gross profit. Average selling price (ASP) for Elpida's DRAM products fell 26% QoQ mainly as a result of an increase in the PC DRAM sales volume. The company recognized an inventory write-down of slightly less than 5 billion yen. Also, in regard to accounts receivable whose collection is doubtful the company plan to create a 2.6 billion yen allowance for doubtful accounts.

-more-

As a result, for the FY 2007 full term the company estimates net sales of 405 billion (down approximately 17% YoY), an operating loss of 25 billion and an ordinary loss of 40 billion. After accounting for the 22 billion yen sale of Hiroshima 200mm wafer fab equipment in the 1Q, the company estimates net losses of around 24 billion yen.

The financial results reported today should be considered preliminary until Elpida files "*Kessan Tanshin*" for fiscal year 2007 with the Tokyo Stock Exchange on April 25, 2008.

About Elpida

Elpida Memory, Inc., (Tokyo Stock Exchange Code 6665), is a leading manufacturer of Dynamic Random Access Memory (DRAM) integrated circuits. The company's design, manufacturing, and sales operations are backed by world class technology expertise. Its manufacturing facilities, Hiroshima Plant and a Taiwan-based joint venture Rexchip Electronics (wafer processing) as well as Akita Elpida Memory (packaging and testing), utilize the most advanced manufacturing technologies available. The company currently has customer sales and marketing support offices in Japan, North America, Europe Taiwan, Hong Kong and Singapore. Elpida's advanced portfolio features such characteristics as high-density, high-speed, low power and small packaging profiles. The company provides DRAM solutions across a wide range of applications, including high-end servers, mobile phone and digital consumer electronics. More information can be found at <http://www.elpida.com>.

Elpida Press Contacts:

Kumi Higuchi
Corporate Communication Group
Elpida Memory, Inc. (Japan)
Tel: +81-3-3281-1648
E-mail: press@elpida.com

-###-

7. Elpida Announces Decision to Reduce Executive Compensation



News Release

FOR IMMEDIATE RELEASE

Elpida Announces Decision to Reduce Executive Compensation

TOKYO, JAPAN, April 23, 2008 – Elpida Memory, Inc. (“Elpida”), Japan’s leading global supplier of Dynamic Random Access Memory (“DRAM”), today reported its reduction in executive compensation. As mentioned in an April 18 press release titled “Elpida Memory Reports Fiscal 2007 Preliminary Financial Results,” Elpida reported a loss for the fourth quarter (4Q) of FY 2007. Earlier the company also reported third quarter (3Q) losses. As a result, the company now expects to record significant losses for the FY 2007 that ended on March 31, 2008. In light of this expectation, Elpida executives, the company’s Executive Compensation Advisory Committee and the Board of Directors have decided to temporarily lower compensation for the executive positions noted below.

1. Reduction in compensation (effective as of April 2008)

	Amount of reduction	Period of reduced compensation
Yukio Sakamoto, President & CEO	50%	Until a monthly operating profit is reestablished
Shuichi Otsuka and Takao Adachi, Directors (Full-time)	10%	Same
Eight corporate executive officers	5%	Same

2. Reason for reduced compensation

DRAM pricing is highly volatile. In an attempt to secure a profit during a time of falling prices Elpida strives to lower costs by migrating to more advanced manufacturing processes and improving production efficiency, as well as expand sales of high value-added products, among other measures. One particular attempt to lower costs involved the April 2007 sale of outdated 200mm wafer processing equipment. Unfortunately, the fall in prices was worse than anticipated in FY 2007, outpacing company efforts to reduce production costs throughout the year. As described above, Elpida is now estimating business losses for the FY 2007 full term.

As a reflection of the recent disappointing business performance relative to company goals Elpida executives have decided to accept a temporary lowering of their executive level compensation.

About Elpida

Elpida Memory, Inc. (TSE 6665) is a leading manufacturer of Dynamic Random Access Memory (DRAM) integrated circuits. The company's design, manufacturing and sales operations are backed by world class technology expertise. Its 300mm manufacturing facilities, Hiroshima Plant and a Taiwan-based joint venture Rexchip Electronics, utilize the most advanced manufacturing technologies available. Elpida's advanced portfolio features such characteristics as high-density, high-speed, low power and small packaging profiles. The company provides DRAM solutions across a wide range of applications, including high-end servers, mobile phone and digital consumer electronics. More information can be found at <http://www.elpida.com>.

Information in this news release is current as of the timing of the release, but may be revised later without notice.

Elpida Press Contacts:

Kumi Higuchi

Corporate Communication Group

Elpida Memory, Inc. (Japan)

Tel: +81-3-3281-1648

E-mail: press@elpida.com

###

8. Elpida and Qimonda to Form Technology Partnership
Alliance for Joint Development of 4F2 DRAM Cell



News Release

FOR IMMEDIATE RELEASE

Elpida and Qimonda to Form Technology Partnership

Alliance for Joint Development of 4F² DRAM Cell

Tokyo/Japan, Munich/Germany - April 24, 2008 – Elpida Memory, Inc. (Tokyo SE: 6665) and Qimonda AG (NYSE: QI), both leading global memory suppliers, today announced that they have signed a Memorandum of Understanding for a technology partnership on joint development of memory chips (DRAMs). In the planned cooperation, Qimonda will provide its know-how with the innovative buried wordline technology and Elpida its advanced stack capacitor technology. The strategic technology cooperation will leverage the strength of both companies to accelerate their roadmap to DRAM products featuring cell sizes of 4F². The companies plan to introduce the jointly developed innovative 4F² cell concept in the 40nm generation in calendar year 2010 and to subsequently scale it to the 30nm generation.

“This strategic cooperation with Elpida is a tremendous endorsement of our innovative buried wordline technology,” said Kin Wah Loh, President and CEO of Qimonda AG. “Qimonda will leverage this partnership to significantly accelerate the introduction of small 4F² cell sizes. This technology alignment of two major DRAM innovators creates excellent opportunities for greater economies of scale in R&D and future joint manufacturing activities.”

Yukio Sakamoto, President and CEO of Elpida said “Our R&D effort has given us the lead in DRAM technology. In the tough, competitive industry that we are in, however, faster and more efficient development of new process technologies is becoming critically important. We believe this joint development agreement with Qimonda will further accelerate and strengthen our technology leadership, putting us on a path to the top position in the DRAM market.”

The companies plan to jointly develop technology platforms and design rules to enable both exchange of products and potential manufacturing joint ventures. Both companies target to align their development activities at their respective sites in Hiroshima and Dresden, including the exchange of engineers. Additionally, the companies also have agreed to explore joint development opportunities in the areas of Through Silicon Via Technology and future memories.

Following today's Memorandum of Understanding, Qimonda and Elpida expect to conclude their negotiations and finalize definitive agreements in due course.

-more-

About Elpida

Elpida Memory, Inc. (TSE 6665) is a leading manufacturer of Dynamic Random Access Memory (DRAM) integrated circuits. The company's design, manufacturing and sales operations are backed by world class technology expertise. Its 300mm manufacturing facilities, Hiroshima Plant and a Taiwan-based joint venture Rexchip Electronics, utilize the most advanced manufacturing technologies available. Elpida's advanced portfolio features such characteristics as high-density, high-speed, low power and small packaging profiles. The company provides DRAM solutions across a wide range of applications, including high-end servers, mobile phone and digital consumer electronics. More information can be found at <http://www.elpida.com>.

About Qimonda

Qimonda AG (NYSE: QI) is a leading global memory supplier with a broad diversified DRAM product portfolio. The company generated net sales of Euro 3.61 billion in its financial year 2007 and had approximately 13,500 employees worldwide. Qimonda has access to five 300mm manufacturing sites on three continents and operates six major R&D facilities. The company provides DRAM products for a wide variety of applications, including in the computing, infrastructure, graphics, mobile and consumer areas, using its power saving technologies and designs. Further information is available at www.qimonda.com.

Information in this news release is current as of the timing of the release, but may be revised later without notice.

Elpida Press Contact:

Kumi Higuchi
Corporate Communication Group
Elpida Memory, Inc. (Japan)
Tel: +81-3-3281-1648
E-mail: press@elpida.com

**Qimonda Public Relations
Worldwide Headquarters**

U.S.A.
Asia
Japan

Investor Relations Worldwide
Investor Relations Europe & Asia

Name
Michael Kraft
Ralph Heinrich
Glen Haley
Isabel Chen
Kenichi Sugiyama
Steve Harrison
Andreas Schaller

Phone
+49 89 60088 1400
+49 89 60088 1300
+1 919 677 4554
+886 2 8170 8177
+81 3 5745 7495
+1 919 677 6904
+49 89 60088 1200

E-mail
michael.kraft@qimonda.com
ralph.heinrich@qimonda.com
glen.haley@qimonda.com
isabel.chen@qimonda.com
kenichi.sugiyama@qimonda.com
steve.harrison@qimonda.com
andreas.schaller@qimonda.com

###

9. Elpida Memory Announces Appointment of New Director



News Release

FOR IMMEDIATE RELEASE

Elpida Memory Announces Appointment of New Director

TOKYO, JAPAN, April 25, 2008 – Elpida Memory, Inc (Elpida), Japan's leading global supplier of Dynamic Random Access Memory (DRAM) products, today announced that a candidate has been nominated to become the newest member of the company's board of directors. The nomination was decided at a meeting of the Board of Directors held today. The final decision to approve the candidate will be taken at Elpida's ordinary general shareholders' meeting scheduled for June 2008.

New Director Candidates: Mr. Hideki Gomi

Hideki Gomi has been an Elpida corporate executive officer since August 2006 and the Hiroshima Plant manager since January 2008. He was also a director of Hiroshima Elpida until it became defunct in March 2008. Prior to becoming an Elpida executive officer he was the executive manager of the Advanced Process Development Group within Elpida's Technology & Development Office.

Before joining Elpida Mr. Gomi held several positions with NEC Corporation from 1985 to 2000, including a six-year period of having senior engineering management responsibilities at NEC's US subsidiary, NEC Electronics Inc.

About Elpida

Elpida Memory, Inc. (TSE 6665) is a leading manufacturer of Dynamic Random Access Memory (DRAM) integrated circuits. The company's design, manufacturing and sales operations are backed by world class technology expertise. Its 300mm manufacturing facilities, Hiroshima Plant and a Taiwan-based joint venture Rexchip Electronics, utilize the most advanced manufacturing technologies available. Elpida's advanced portfolio features such characteristics as high-density, high-speed, low power and small packaging profiles. The company provides DRAM solutions across a wide range of applications, including high-end servers, mobile phone and digital consumer electronics. More information can be found at <http://www.elpida.com>.

Information in this news release is current as of the timing of the release, but may be revised later without notice.

Elpida Press Contacts:

Kumi Higuchi
Corporate Communication Group
Elpida Memory, Inc. (Japan)
Tel: +81-3-3281-1648
E-mail: press@elpida.com

###

10. Consolidated Financial Report for the Year Ended March 31, 2008

RECEIVED

2008 MAY -1 A 7 57

OFFICE OF INTERNATIONAL
CORPORATE RELATIONS

Elpida Memory, Inc.
(Tokyo Stock Exchange, 6665)
2-2-1 Yaesu, Chuo-ku, Tokyo
104-0028 Japan
URL: <http://www.elpida.com/en/ir/>

Elpida IR Contacts:

Kumi Higuchi / Shinya Oshima
Elpida Memory, Inc.
Tel: +81-3-3281-1648
E-mail: 6665ir@elpida.com

Elpida Press Contact:

Kumi Higuchi
Elpida Memory, Inc.
Tel: +81-3-3281-1648
E-mail: press@elpida.com

Consolidated Financial Report for the Year Ended March 31, 2008

TOKYO, JAPAN, April 25, 2008 – Elpida Memory, Inc (“Elpida”), Japan’s leading supplier of Dynamic Random Access Memory (“DRAM”), today announced its consolidated financial results for fiscal year 2007 (FY 2007) ending on March 31, 2008 and the FY 2007 fourth quarter.

I. Business Results

1. Overview of Consolidated Business Results

(1) 4Q-FY07 Operating Results (January 1, 2008 – March 31, 2008)

	3 mo. ended Mar 31, 2008 (4Q-FY2007)	3 mo. ended Dec 31, 2007 (3Q-FY2007)	QoQ Change (%)	3 mo. ended Mar 31, 2007 (4Q-FY2006)	YoY Change (%)
Premier DRAM	44.4	58.3	-23.8	55.3	-19.6
Computing DRAM	46.0	35.7	28.6	88.9	-48.3
Net sales	90.4	94.0	-3.9	144.2	-37.3
Gross profit (loss)	(9.1)	5.2	-	29.4	-
Operating income (loss)	(25.9)	(8.9)	-	14.9	-
Ordinary income (loss)	(30.7)	(12.8)	-	13.3	-
Net income (loss)	(29.2)	(12.1)	-	8.5	-

Note: Computing DRAM sales consist of DRAMs used in servers and personal computers. Premier DRAM sales consist of DRAMs used in digital consumer electronics & mobile devices and other sales.

In the 4Q Elpida’s operations encountered an extremely difficult business environment. While PC DRAMs remained oversupplied right from the beginning of the year, the average spot price for a 1 gigabit DDR2 SDRAM fell 30%^[1] QoQ.

Given these conditions, Elpida engaged in further attempts to reduce chip costs by raising productivity at Hiroshima Elpida Memory, Inc. (“Hiroshima Elpida”)^[2], boosting the production capacity at Rexchip Electronics Corporation (“Rexchip”) and improving yields. These efforts produced such important results as major increases in Rexchip productivity and Elpida’s supply bit growth of 33%, above its forecast of 20%. On the other hand, the increase in PC DRAM shipments and lower DRAM prices resulted in the average selling price (ASP) declining by 26% QoQ.

As a result, 4Q net sales fell 4% QoQ to 90.4 billion yen. As mentioned above, our supply bit growth was quite high,

^[1]Source: DRAmExchange.

^[2]Elpida absorbed Hiroshima Elpida Memory, Inc. into its operations in April 2008 and renamed it the “Hiroshima Plant”.

but the drop in prices and higher PC DRAM sales led to higher ratio of cost of sales and gross losses of 9.1 billion yen. Operating losses rose 16.9 billion yen QoQ to 25.9 billion yen. Equity in losses of 1.1 billion yen primarily in relation to Rexchip, a 2.1 billion yen foreign exchange loss on account of yen appreciation and other factors explain an ordinary loss of 30.7 billion yen, an increase of 17.9 billion yen QoQ. Finally, the 4Q recorded a net loss of 29.2 billion yen, up 17.1 billion yen QoQ.

□ Premier DRAMs

The company saw lower DRAM demand for high-end mobile phones and XDR™ DRAMs in the 4Q. Consequently, quarterly Premier DRAM net sales fell 24% QoQ to 44.4 billion yen.

□ Computing DRAMs

PC DRAM ASP in the 4Q declined further compared to the previous quarter. However, higher PC DRAM manufacturing output at Rexchip led to Computing DRAM net sales of 46.0 billion yen, up 29% QoQ.

(2) FY 2007 full term (April 1, 2007 to March 31, 2008)

(Billions of yen)			
	12 mo. ended Mar 31, 2008 (FY2007)	12 mo. ended Mar 31, 2007 (FY2006)	YoY Change (%)
Premier DRAM	223.8	199.2	12.3
Computing DRAM	181.7	290.8	-37.5
Net sales	405.5	490.0	-17.3
Gross profit	33.3	122.6	-72.8
Operating income (loss)	(24.9)	68.4	-
Ordinary income (loss)	(39.6)	63.6	-
Net income (loss)	(23.5)	52.9	-

Note: Computing DRAM sales consist of DRAMs used in servers and personal computers. Premier DRAM sales consist of DRAMs used in digital consumer electronics & mobile devices and other sales.

In the FY 2007, shipments of PCs, the biggest source of DRAM demand, recorded high growth, especially in regard to notebook PCs. Unfortunately, investment by DRAM vendors in production capacity in recent years led to an oversupplied market and a sharp decline in PC DRAM prices. For example, the spot price for a 512 megabit DDR2 SDRAM, a leading PC DRAM product, fell roughly 70%^[1] over the course of FY 2007, to below US\$1 last December.

Given this environment, Elpida's sales strategy focused on lifting sales in its core product area, Premier DRAMs. In manufacturing, the company concentrated on further improvements in productivity and better yields at Hiroshima Elpida^[2]. Also, since the start of operations Rexchip has continued to lower chip costs by rapidly raising production capacity and boosting yields. As a result of these improvements FY 2007 supply bit growth was 102% YoY.

Elpida worked hard to minimize the impact of lower PC DRAM prices on its FY 2007 business performance, but the price decline was so steep that the company ended with a 17% YoY drop in net sales to 405.5 billion yen and a 73% fall in gross profit to 33.3 billion yen. The company also recorded an operating loss of 24.9 billion yen and an ordinary loss of 39.6 billion yen, the latter resulting from equity in losses of 6.6 billion yen primarily in relation to the Rexchip joint venture and foreign exchange losses of 4.5 billion yen. Among extraordinary losses and gains, the transfer of 200mm manufacturing equipment to Cension Semiconductor Manufacturing Corporation in April 2007 produced the majority of a fixed asset sales gain of 21.2 billion yen and a fixed asset disposal loss of 2.3 billion yen. Therefore, for the FY 2007 full term the company ended with a net loss of 23.5 billion yen.

^[1] Source: DRAMeXchange.

^[2] Elpida absorbed Hiroshima Elpida Memory, Inc. into its operations in April 2008 and renamed it the "Hiroshima Plant".

❑ Premier DRAMs

In the area of DRAMs for mobile devices, there were periods of weak and strong demand throughout FY 2007. But on an overall full-term basis, higher shipments of high-end phones such as camera module-equipped mobile phones and 3G mobile phones, along with expanded shipments of mid-range phones in emerging markets, led to higher YoY DRAM demand and greater sales.

Also, in the area of DRAMs for digital consumer electronics, the development of more highly functional, high-performance consumer electronics resulted in higher DRAM demand for digital TVs, digital still cameras, car navigation systems and game consoles, which in turn produced greater sales YoY.

As a result, Premier DRAM net sales grew 12% YoY to reach a record 223.8 billion yen, an amount equal to 55% of total net sales.

❑ Computing DRAMs

In FY 2007, the amount of DRAM memory capacity in each PC installed with Windows Vista™ significantly increased. Also, PC shipments, especially notebook PCs, experienced strong growth. This led to higher DRAM demand from PC makers and DRAM module makers, but an oversupplied market triggered a drastic decline in PC DRAM selling prices.

As a result, Computing DRAM net sales fell 38% YoY to 181.7 billion yen, an amount equal to 45% of total net sales.

(3) FY 2008 Outlook

Tightly balanced supply and demand conditions in the DRAM market can result in extreme price volatility, which can strongly affect our business results. Since a precise forecast of future PC DRAM prices is quite difficult Elpida is not presenting earnings forecasts. Instead, as shown below, the company is presenting several estimates relevant to the 1Q and full term of FY 2008 that can be used as a general guideline.

Billions of yen unless otherwise specified.

[Quarterly estimates]

	4Q-FY2007 (Actual)	1Q-FY2008 (Estimate)
QoQ bit growth	33%	15-20%
QoQ ASP change	-26%	N/A
Depreciation and amortization	24.9	25
Selling, general and administrative expenses	16.8	15

[Yearly estimates]

	FY2008 (Estimate)
YoY bit growth	70%
Depreciation and amortization	100
Selling, general and administrative expenses	60
CAPEX and investment in Rexchip	100

Note: Figures in the forecast are approximations.

Forward-looking Statements

Forecasts included in this document are forward-looking statements that are based on management's view from the information available at the time of this Report. These statements involve risks and uncertainties. Actual results may be materially different from those discussed in the forward-looking statements. The factors that may affect Elpida include, but are not limited to, changes in the DRAM market and industry environment, changes in technologies and design, problems related to our supply of key material and equipment, loss of or decreased demand from key customers, changes in exchange rates, general economic conditions and natural disasters. We disclaim any obligation to update or, except in the limited circumstances required by the Tokyo Stock Exchange, announce publicly any revision to any of the forward-looking statements.

2. Financial Conditions

(1) Assets, Liabilities and Shareholders' Equity

Total assets at the end of the FY 2007 were 754.4 billion yen, a drop of 8.1 billion yen compared to the end of FY 2006. The main factors on the minus side were a drop in cash and cash equivalents due to manufacturing equipment purchase payments and investments in Rexchip and a decline in accounts receivable owing to the steep fall in selling prices that in turn led to lower net sales. On the plus side the main factors were an increase in investments and other assets in relation to the investment in Rexchip, growth in inventories owing to expanded production capacity and an increase in other receivables as a result of the sale of 200mm equipment.

Interest-bearing debt rose 59.4 billion yen compared to the end of FY 2006 to 289.1 billion yen. Despite the partial repayments on lease obligations, a key reason for the debt increase was 80.0 billion yen in long-term borrowings arranged in March 2008.

Net assets were 347.9 billion yen at the end of the FY 2007, a drop of 31.1 billion yen YoY. Behind the decline were fewer retained earnings as a result of FY 2007 net losses.

(2) Cash Flows

Regarding cash flow for FY 2007, operating activities provided net cash of 83.1 billion yen while investing activities used 260.4 billion yen. As a result, free cash flow (a combination of net cash provided by operating activities and net cash used in investing activities) saw a net outflow of 177.3 billion yen. Net cash flow from financing activities saw an increase of 110.7 billion yen, partly because of new long-term borrowings.

Consolidated Cash Flow-related Indicators (Reference)

	12 mo. ended Mar 31, 2005 (FY2004)	12 mo. ended Mar 31, 2006 (FY2005)	12 mo. ended Mar 31, 2007 (FY2006)	12 mo. ended Mar 31, 2008 (FY2007)
Shareholders' equity ratio (%)	39.2	33.6	49.7	46.1
Market value equity ratio (%)	79.0	71.7	77.5	57.1
Ratio of cash flow to interest-bearing debt (%)	1,112.9	813.2	229.9	347.8
Interest coverage ratio (times)	6.8	8.3	23.3	19.4

- *Shareholders' equity ratio (%) = Shareholder's equity / Total assets x 100*
- *Market value equity ratio (%) = (FY-end closing stock price x (Total number of shares outstanding – treasury stock)) / Total assets x 100*
- *Ratio of cash flow to interest-bearing debt = Interest-bearing debt / Net cash provided by operating activities*
- *Interest coverage ratio = Net cash provided by operating activities / Interest payments*

3. Basic Dividend Policy

Elpida places the utmost importance on returns to shareholders and achieving higher return on equity. In regard to making decisions about distributing earnings, the company attempt to balance our earnings performance and financial condition with such considerations as maintaining an adequate amount of capital reserves for future business development. Unfortunately, the net loss recorded for the FY 2007 business year means that the company will be unable to provide a dividend.

From the next business year onward, the company will endeavor to achieve a business recovery and stabilize its financial situation in order to be able to provide a dividend payment.

4. Business Risk

One of the particular features of the semiconductor industry is that earnings can fluctuate greatly in line with movement along the business cycle (which in the semiconductor industry is generally known as the "silicon cycle"). In the DRAM business which Elpida Group participates in, this feature is particularly evident with respect to PC DRAM products that face severe global competition. This may adversely affect our business, financial condition and operations. Also, the continuation of our business is critically dependent on undertaking research & development and capital investment on an extremely large scale. Consequently, the company must adopt certain measures to handle the business and other kinds of risks associated with that investment.

Listed below are the major risk factors Elpida has identified from among the variety of business and other forms of risk. The company has constructed a risk management system to address the kinds of risk in this list. This system is used to either avoid risk or minimize the impact of any apparent risk.

- Cyclical changes unique to the global DRAM market caused by overcapacity following facility expansion, downward pricing pressure resulting from an imbalance between supply and demand, and other factors
- Industry realignment and other changes induced by severe competition in the DRAM industry
- Loss of or decreased demand from key customers
- Problems related to the supply of key materials or higher prices for materials
- Unsuccessful new products or problems with the transfer to the advanced process technology
- The possibility that capital procurement may fall short of capital investment plans or that funds procured for use in capital investment spending may not deliver a sufficient return
- A decline in the quality of products procured from outsourcing partners, disruptions of business arrangements with these partners, and an inadequate capacity at partners to respond to product orders
- A conspicuous slowdown in the manufacture of DRAM products, interrupted production, or product defects caused by problems in the manufacturing process or with manufacturing facilities
- Severe competition with other companies in the hiring of engineers
- An inability to protect proprietary intellectual property and the rejection of a patent application
- Litigation relating to intellectual property rights and anti-trust disputes
- The influence of litigation and investigations resulting from anti-competitive practices
- Damaged facilities or disrupted supply acquisition arrangements caused by earthquakes or other natural disasters, terrorist attacks, epidemics, civil disturbances or other events that the company cannot control
- Emergence of new legal obligations caused by the strengthening or amending of environmental laws and regulations
- Political disturbances, domestic security disruptions, changes in laws or public policy or changes in business conditions or other unfavorable factors in countries or regions where the company do business
- Changes in the US dollar or Euro currency exchange rates
- Significant changes in interest rates
- The impact of our joint venture, including the management policies of joint venture partners, possible changes in the management environment and other factors
- Changes in general economic conditions

II. Our Group Management

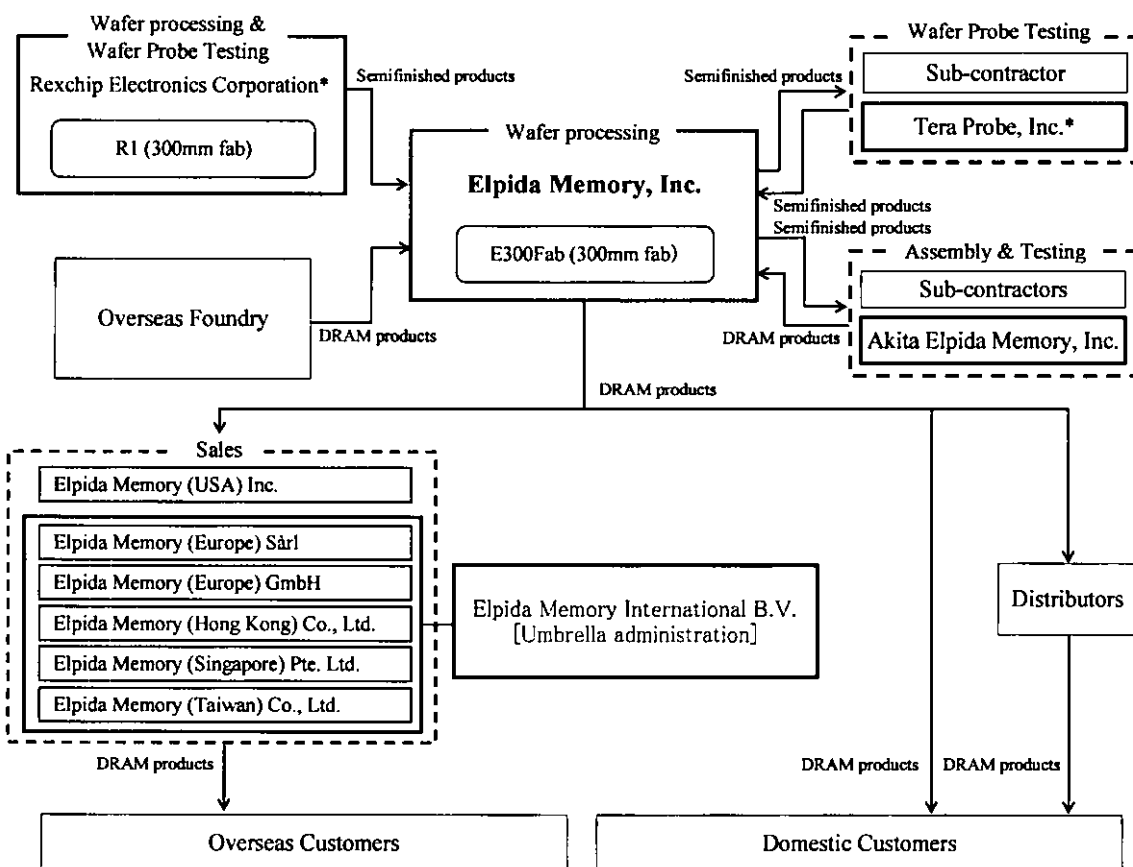
The Elpida Group consists of Elpida, eight consolidated subsidiaries and two equity-method affiliates, which together engage in the development, design, manufacture and sales of DRAM products.

Elpida oversees all group operations (business management, finance, general affairs, legal, marketing, production control, etc.). It also has charge of DRAM product development & design, wafer processing, sales to domestic customers and supplying products to its overseas sales subsidiaries.

Rexchip handles the front-end (wafer processing and wafer testing)^[1] in the DRAM manufacturing process, while Akita Elpida Memory, Inc. handles assembly & testing^[2]. Elpida absorbed Hiroshima Elpida Memory, Inc., which handled wafer processing, into its operations in April 2008 and renamed it the "Hiroshima Plant".

Tera Probe, Inc., a testing facility, provides Elpida with wafer probe testing services.

A network of sales subsidiaries in North America, Europe, Singapore, Taiwan and Hong Kong handle sales of DRAM products to overseas customers. In regards to Europe and Asia, in August 2007 Elpida created a new subsidiary, Elpida Memory International B.V., to oversee the sales subsidiaries in these two regions (one in Europe and three in Asia). In addition, in February 2008 the company created Swiss-based Elpida Memory (Europe) Sarl to strengthen our competitive position in the expanding European market.



Note 1: Our subsidiaries are Akita Elpida Memory, Inc., Elpida Memory (USA) Inc, Elpida Memory International B.V. as well as the following five overseas companies under the supervision of Elpida Memory International B.V.: Elpida Memory (Europe) Sarl, Elpida Memory (Europe) GmbH, Elpida Memory (Hong Kong) Co., Ltd., Elpida Memory (Singapore) Pte. Ltd. and Elpida Memory (Taiwan) Co., Ltd.

Note 2: The asterisk in the chart above indicates our two equity-method affiliates, Rexchip and Tera Probe, Inc.

^[1] Wafer processing: The front end of the semiconductor manufacturing process, which involves the design of electric circuits and device elements on silicon wafers to create IC functions and testing those functions at the wafer stage.

^[2] Assembly & Testing: The back end of the semiconductor manufacturing process, which involves the assembly and testing of semiconductor chips.

III. Management Policies

1. Basic Management Policy

Elpida's business operations are based on the following three management policies:

- Leading the relentless march of changes in technology to deliver new value to customers.
- Creating a corporate management that can win the trust of our employees, customers, shareholders, business partners and other stakeholders.
- Having a completely open working environment that is designed to foster the development of original ideas from among all our employees

2. Business performance Indicators

As part of our drive to become the world's No. 1 DRAM company the Elpida Group has created a set of business performance indicators designed to maximize shareholder value and achieve higher levels of satisfaction among all our stakeholders. In the DRAM market the company intends to achieve a rate of growth that exceeds market growth and stabilize our business operations by developing a foundry business. Our management approach for this kind of business development will rely on multiple financial indicators, including the operating income margin and return on equity to measure earnings and the net D/E ratio to measure operating stability.

3. Medium to Long-Term Management Strategy

The Elpida Group aims to maximize corporate value by becoming the "World's No. 1 DRAM Supplier". The main advantage of holding the No. 1 position is that the company could leverage large-scale product supply capabilities to be price competitive. The company believes this would lead to growth, better position it to achieve higher earnings and deliver steady returns to our stakeholders.

To achieve this objective the Elpida Group is pursuing the measures listed below.

(1) Building enduring relationships with customers

The DRAM product market is experiencing growth in applications not only in the area of PCs and servers but also in the area of digital consumer electronics and mobile devices. Each area is unique with respect to customer demand for product performance, technical support, pricing and other issues. Aside from our marketing division, Elpida has created technology teams to take separate responsibility for the three DRAM product areas of PC/servers, digital consumer electronics and mobile device. This approach allows the company to deliver solutions that meet each customer's unique needs. Also, the company believe it is important to reduce the distance between ourselves and our customers in order to understand customer needs and provide the most accurate and timely assistance possible. Accordingly, Elpida has structured our domestic and overseas sales operations to engage in direct sales. Furthermore, in February 2008 the company created Elpida Memory (Europe) Sàrl, which houses a system technology lab, to promote design activities using our advanced system design and analysis technology to help customers all across Europe. Through these initiatives the Elpida Group can involve itself in the initial stages of customer product design and construct long-term working relationships with our customers.

(2) Strengthening technology development

Given the rapid pace of technological change in the DRAM industry, outperforming our competitors in reacting to customer needs requires having the highest possible level of advanced technology capabilities. For this reason Elpida is focusing its resources on research & development of advanced, high-performance core technology, especially in regard to finer process geometries, higher densities, faster speeds, and lower power consumption for DRAMs. Also, Elpida is committed to exploring outsourcing arrangements focused on fundamental research activities that can provide it with access to cutting-edge technologies and materials. By building a wide-range of collaborative research structures with leading companies in various industries and with universities and other major public/private institutions, the company can strengthen our technology base.

In April 2007 Elpida began a multi-year joint research and development program with Belgium-based IMEC, Europe's leading independent nanoelectronics research center. In October 2007 the company started joint development of phase-change memory (PRAM) and DRAMs that use copper interconnect and Low-k technology with United Microelectronics Corporation ("UMC"). Also, on April 24, 2008 the company signed a Memorandum of Understanding with another DRAM maker, Qimonda AG ("Qimonda"), to co-develop 40nm and 30nm generation process technology using 4F² memory cell technology.

(3) Enhancing our manufacturing system

Semiconductor manufacturing is an industry that requires large-scale capital investment. For this reason the Elpida Group focuses its capital and human resources on front-end processes, which requires the highest degree of technology sophistication. The company is also working to strengthen the Group's internal manufacturing systems and striving for greater business efficiencies. For back-end processes, with the exception of high value-added areas the company outsource to overseas companies.

The Elpida Group's front-end process operations are handled by our Hiroshima Plant⁽¹⁾ and by Rexchip, our joint venture with Powerchip Semiconductor Corporation. The Hiroshima Plant focuses on production of our high value-added Premier DRAMs for digital consumer electronics and mobile devices. Also, in March 2008 the company announced a plan to develop in cooperation with UMC a foundry business at the Hiroshima Plant to manufacture logic products for Japanese domestic customers, an endeavor that will help extend the use of the Hiroshima Plant's older equipment. The Rexchip JV will manufacture PC DRAMs that respond to demand for more cost competitive products. All manufacturing locations will continuously work to improve productivity by boosting production capacity, migrating to more advanced process technologies and attaining higher yields. By taking this approach the company intends to achieve higher production volumes and lower costs.

In addition, the company is outsourcing the production of PC DRAMs to an overseas foundry in order to minimize price volatility risks and expand manufacturing volume without increasing fixed costs.

(4) Increasing worker motivation

As Elpida moves forward with the measures described above investment not only in capital equipment and technology development but also in human resources is vital. In addition to providing an attractive working environment the company believes in offering incentives linked to a work ethic devoted to boosting corporate value. Elpida believes this will enhance employee motivation and aid recruitment of self-achieving new employees. Thus, the company has introduced stock options, business performance-related bonuses and other kinds of employee incentives.

⁽¹⁾ Elpida absorbed Hiroshima Elpida Memory, Inc. into its operations in April 2008 and renamed it the "Hiroshima Plant".

4. Company Issues to be addressed

The Elpida Group needs to address the issues explained below in order to secure a better position and a more stable earnings level in the highly competitive DRAM market.

(1) Next-generation process technology research & development

Along with advances in process geometries the development of semiconductor manufacturing technology is becoming increasingly difficult. As a result semiconductor companies are experiencing steadily rising R&D costs. The DRAM manufacturing challenge the company face is to simultaneously overcome technology hurdles and procure the capital to fund the development of the 50nm process technology generation and narrower technologies.

One way Elpida is addressing this challenge is through the October 2007 start-up of an advanced DRAM joint development project with UMC that focuses on the use of copper interconnect and Low-k technology needed in 54nm process development. In regard to R&D related to 40nm and later generation technology, in April 2007 the company joined the CMOS research platform hosted by the European research institution IMEC for the purpose of exploring new process development solutions. Also, in April 2008 the company signed a Memorandum of Understanding with Qimonda to co-develop 40nm and 30nm generation process technology using 4F² memory cell technology.

(2) Developing next-generation memory

As technology continues to evolve, proposals exist in the memory field to create a next-generation memory device that combines the unique features of DRAMs and flash memory. One of Elpida's next-generation memory development projects consists of the October 2007 co-development (with UMC) start-up of next-generation ultra-low power memory using phase-change memory (PRAM) technology (based on phase-change materials used in CD-RW and DVD disks) introduced by US-based Ovonyx, Inc. By combining Elpida's own research results for phase-change materials with UMC's high-performance CMOS logic technology the company believes it can move closer to volume production using phase-change memory technology.

Other than phase-change memory Elpida is also closely watching new technology development trends in the area of magnetoresistive memory (MRAM) and resistive memory (RRAM). The company is developing flexible research capabilities in response to these trends.

(3) Business development in the Chinese market

Like many other industries, the DRAM market in China is turning into a major opportunity to expand our business. In the past the Elpida Group did not have the supply capabilities that were adequate to entering the Chinese market. However, now that Elpida has expanded its Group production capacity, it has come to believe that it is possible to make a full-scale entry into the Chinese market. Our plan is to move ahead with an aggressive marketing campaign designed to secure our presence as a DRAM maker in this important market.

(4) A stronger business operating base

More than half of DRAM applications are for PCs. Because prices for PC-related products are easily influenced by changes in the balance of supply and demand these products can significantly impact earnings. Because of the growing need for more sophisticated process geometries and other cutting-edge technologies, the cost of investing in technologically more advanced DRAM production equipment is likely to climb to higher levels. Therefore, if market pricing conditions turn unfavorable, not only will an expansion of production capability during a subsequent recovery be difficult but also investment in finer process technologies for the purpose of reducing costs might be inadequate.

Given these conditions, the Elpida Group has a pressing need to strengthen its business base. To solidify our business operations and get better returns on capital investment, in March 2008 the company decided to join with UMC to make a full-scale entry into the logic foundry business in the service of Japanese domestic customers. While Elpida will continue our strong focus on our core Premier DRAM business, it will develop the foundry business using UMC's manufacturing and marketing know-how.

IV. Consolidated Financial Statements

(1) Consolidated Balance Sheets

(Millions of yen)

	As of March 31, 2007	As of March 31, 2008	Change
(Assets)			
I Current assets			
1. Cash and deposits	166,700	97,564	(69,136)
2. Notes and accounts receivable, trade	106,511	69,442	(37,069)
3. Inventories	55,412	74,354	18,942
4. Accounts receivable, other	6,231	21,381	15,150
5. Other current assets	9,957	9,284	(673)
6. Allowance for doubtful accounts	(172)	(2,454)	(2,282)
Total current assets	344,639	269,571	(75,068)
II Fixed assets			
1. Tangible fixed assets	387,226	387,871	645
2. Intangible fixed assets	9,390	8,205	(1,185)
3. Investments and other assets	21,181	88,732	67,551
Total fixed assets	417,797	484,808	67,011
Total assets	762,436	754,379	(8,057)
(Liabilities)			
I Current liabilities			
1. Accounts payable, trade	64,948	56,260	(8,688)
2. Current portion of long-term debt	28,181	38,400	10,219
3. Current portion of obligation under capital leases	11,809	7,020	(4,789)
4. Accounts payable, other	67,203	30,999	(36,204)
5. Other current liabilities	12,531	21,699	9,168
Total current liabilities	184,672	154,378	(30,294)
II Long-term liabilities			
1. Bond	140,000	160,000	20,000
2. Long-term debt	40,200	81,800	41,600
3. Obligation under capital leases	9,423	1,841	(7,582)
4. Other long-term liabilities	9,164	8,485	(679)
Total long-term liabilities	198,787	252,126	53,339
Total liabilities	383,459	406,504	23,045

(1) Consolidated Balance Sheets (continued)

(Millions of yen)

	As of March 31, 2007	As of March 31, 2008	Change
(Net assets)			
I Shareholders' equity			
1. Capital stock	155,009	155,611	602
2. Additional paid-in capital	166,051	166,653	602
3. Retained earnings	57,987	34,445	(23,542)
4. Treasury stock	(2)	(3)	(1)
Total shareholders' equity	379,045	356,706	(22,339)
II Valuation and translation adjustments			
1. Unrealized losses on marketable securities	(90)	(1,329)	(1,239)
2. Deferred gains or losses on hedges	(652)	(545)	107
3. Foreign currency translation adjustments	631	(7,105)	(7,736)
Total valuation and translation adjustments	(111)	(8,979)	(8,868)
III Stock subscription rights	43	148	105
Total net assets	378,977	347,875	(31,102)
Total liabilities and net assets	762,436	754,379	(8,057)

(2) Consolidated Statements of Operations

(Millions of yen)

		Fiscal year ended			
		March 31, 2007		March 31, 2008	
Account			Ratio (%)		Ratio (%)
					Change
					Increase or decrease
I	Net sales	490,039	100.0	405,481	100.0
II	Cost of sales	367,432	75.0	372,141	91.8
	Gross profit	122,607	25.0	33,340	8.2
III	Selling, general and administrative expenses	54,187	11.0	58,280	14.4
	Operating income/(loss)	68,420	14.0	(24,940)	(6.2)
IV	Non-operating income				
	1. Interest income	1,362		1,483	121
	2. Dividend income	108		287	179
	3. Equity in earnings of affiliated company	258		—	(258)
	4. Local government subsidy	396		300	(96)
	5. Others	530		835	305
V	Non-operating expenses				
	1. Interest expense	4,282		4,292	10
	2. Foreign exchange losses	1,484		4,455	2,971
	3. Equity in losses of affiliated company	—		6,613	6,613
	4. Stock issuance costs	384		1	(383)
	5. Bond issuance costs	132		94	(38)
	6. Others	1,156		2,133	977
	Ordinary income/(loss)	63,636	13.0	(39,623)	(9.8)
VI	Extraordinary income	203	0.0	21,514	5.3
VII	Extraordinary losses	5,493	1.1	2,958	0.7
	Income/(loss) before income taxes	58,346	11.9	(21,067)	(5.2)
	Income taxes	5,403	1.1	2,475	0.6
	Net income/(loss)	52,943	10.8	(23,542)	(5.8)

Note: "Income taxes" consists of corporate tax, inhabitant tax, business tax, deferred tax and prior year tax adjustments.

(3) Consolidated Statements of Changes in Net Assets

For the year ended March 31, 2007

(Millions of yen)

	Shareholders' equity				
	Capital stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of March31, 2006	87,239	98,339	5,044	(1)	190,621
Changes					
New shares issuance for capital increase	67,119	67,061			134,180
New shares issuance for execution of stock option	651	651			1,302
Net income			52,943		52,943
Purchase of treasury stock				(1)	(1)
Net changes other than shareholders' equity					—
Net changes	67,770	67,712	52,943	(1)	188,424
Balance as of March31, 2007	155,009	166,051	57,987	(2)	379,045

(Millions of yen)

	Valuation and translation adjustments				Stock subscription rights	Total Net Assets
	Unrealized gains or losses on marketable securities	Deferred gains or losses on hedges	Foreign currency translation adjustments	Total valuation and translation adjustments		
Balance as of March31, 2006	(195)	—	357	162	—	190,783
Changes						
New shares issuance for capital increase				—		134,180
New shares issuance for execution of stock option				—		1,302
Net income				—		52,943
Purchase of treasury stock				—		(1)
Net changes other than shareholders' equity	105	(652)	274	(273)	43	(230)
Net changes	105	(652)	274	(273)	43	188,194
Balance as of March31, 2007	(90)	(652)	631	(111)	43	378,977

For the year ended March 31, 2008

(Millions of yen)

	Shareholders' equity				
	Capital stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of March31, 2007	155,009	166,051	57,987	(2)	379,045
Changes					
New shares issuance for execution of stock option	602	602			1,204
Net income (loss)			(23,542)		(23,542)
Purchase of treasury stock				(1)	(1)
Net changes other than shareholders' equity					—
Net changes	602	602	(23,542)	(1)	(22,339)
Balance as of March31, 2008	155,611	166,653	34,445	(3)	356,706

(Millions of yen)

	Valuation and translation adjustments				Stock subscription rights	Total Net Assets
	Unrealized gains or losses on marketable securities	Deferred gains or losses on hedges	Foreign currency translation adjustments	Total valuation and translation adjustments		
Balance as of March31, 2007	(90)	(652)	631	(111)	43	378,977
Changes						
New shares issuance for execution of stock option				—		1,204
Net income (loss)				—		(23,542)
Purchase of treasury stock				—		(1)
Net changes other than shareholders' equity	(1,239)	107	(7,736)	(8,868)	105	(8,763)
Net changes	(1,239)	107	(7,736)	(8,868)	105	(31,102)
Balance as of March31, 2008	(1,329)	(545)	(7,105)	(8,979)	148	347,875

(4) Consolidated Statements of Cash Flows

(Millions of yen)

	Fiscal year ended		Change
	March 31, 2007	March 31, 2008	increase or decrease
I Operating activities			
Income (loss) before income taxes	58,346	(21,067)	(79,413)
Depreciation and amortization	77,769	94,081	16,312
Increase in allowance for doubtful accounts	80	2,639	2,559
Interest and dividend income	(1,470)	(1,771)	(301)
Interest expense	4,282	4,292	10
Equity in (earnings) losses of affiliated company	(258)	6,613	6,871
Income from sale of tangible fixed assets	(137)	(21,179)	(21,042)
Losses on sale and disposal of tangible fixed assets	1,846	2,488	642
(Increase) decrease in accounts receivable, trade	(50,957)	33,423	84,380
Increase in inventories	(15,423)	(19,342)	(3,919)
Decrease in accounts receivable, other	10,618	3,004	(7,614)
Increase (decrease) in accounts payable, trade	23,762	(8,555)	(32,317)
Decrease in accounts payable, other	(2,329)	(868)	1,461
Others	(2,690)	15,427	18,117
Subtotal	103,439	89,185	(14,254)
Interest and dividend received	1,407	1,393	(14)
Interest paid	(4,121)	(4,144)	(23)
Income taxes paid	(858)	(3,332)	(2,474)
Net cash provided by operating activities	99,867	83,102	(16,765)
II Investing activities			
Disbursements for time deposits	(1,495)	(703)	792
Withdrawal of time deposits	351	1,131	780
Acquisition of investment securities	(2,393)	(81,831)	(79,438)
Purchases of tangible fixed assets	(126,748)	(194,004)	(67,256)
Proceeds from sales of tangible fixed assets	279	18,725	18,446
Purchases of intangible fixed assets	(2,572)	(1,968)	604
Decrease in lease receivable	2,082	—	(2,082)
Increase in long-term prepaid expenses	(1,050)	(1,758)	(708)
Acquisition of business	(5,125)	—	5,125
Others	15	14	(1)
Net cash used in investing activities	(136,656)	(260,394)	(123,738)
III Financing activities			
Proceeds from long-term debt	—	80,000	80,000
Repayments of long-term debt	(39,692)	(28,181)	11,511
Proceeds from issuance of stock	135,098	1,203	(133,895)
Proceeds from issuance of bond	29,868	19,906	(9,962)
Repayments of bond	(10,000)	—	10,000
Proceeds from sale-and-leaseback transactions	2,377	50,513	48,136
Repayments of obligation under capital leases	(27,080)	(12,786)	14,294
Purchases of treasury stock	(1)	(1)	(0)
Net cash provided by financing activities	90,570	110,654	20,084
IV Effect of exchange rates changes on cash and cash equivalents	322	(1,953)	(2,275)
V Net increase (decrease) in cash and cash equivalents	54,103	(68,591)	(122,694)
VI Cash and cash equivalents at beginning of the year	111,443	165,546	54,103
VII Cash and cash equivalents at end of the year	165,546	96,955	(68,591)

Free cash flow (I+II)	(36,789)	(177,292)	(140,503)
-----------------------	----------	-----------	-----------

Elpida Memory, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2008

[Basic important matters for preparation of consolidated financial statements]

1. Scope of consolidation

Consolidated all subsidiaries

Number of the consolidated subsidiaries : 9

Name of the consolidated subsidiaries: Hiroshima Elpida Memory, Inc.

Akita Elpida Memory, Inc.

Elpida Memory (USA) Inc.

Elpida Memory (Europe) GmbH

Elpida Memory (Taiwan) Co., Ltd.

Elpida Memory (Hong Kong) Co., Ltd.

Elpida Memory (Singapore) Pte. Ltd.

Elpida Memory (Europe) Sàrl

Elpida Memory International B.V.

Elpida Memory International B.V. and Elpida Memory (Europe) Sàrl were established and included in the consolidated subsidiaries in August 2007 and February 2008 respectively.

2. Application of equity method

Number of the company accounted for by the equity method : 2

Name of the company accounted for by the equity method : Tera Probe, Inc.
Rexchip Electronics Corporation

In May 2007, the Company invested in Rexchip Electronics Corporation and is accounted for by the equity method.

3. The fiscal year end date for the consolidated subsidiaries

The fiscal year end date for the consolidated subsidiaries is the same as the Company.

4. Accounting principles

(1) Investment securities

Marketable securities classified as other securities are carried at fair value with changes in unrealized holding gains or losses, net of the applicable income taxes, included directly in net assets. Cost of securities sold is determined by the moving average method. Other securities with no fair value are stated at moving average cost.

(2) Derivatives

Derivatives are stated based on a market value method.

(3) Inventories

Inventories are stated at the lower of cost or market.

The cost of finished products, semifinished components, work in process and raw materials is determined by the first-in, first-out basis, except for work in process of subsidiaries determined by the average method.

The cost of supplies is determined individually, except for supplies of a subsidiary are stated at cost determined by the most recent purchase price method.

(4) Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost. Depreciation is computed using the straight-line method based on the following estimated useful lives of the assets. Maintenance and repairs, including minor renewals and betterments, are charged to income as incurred.

Buildings and structures: 2 to 60 years

Machinery and equipment: 2 to 22 years

Furniture and fixtures: 2 to 23 years

Leased assets which meet certain criteria are capitalized and amortized on a straight-line basis over the lease terms.

(Change in accounting policy)

Effective from the year ended March 31, 2008, the Company and its domestic subsidiaries changed the depreciation method for the property, plant and equipment acquired after March 31, 2007 due to the revision of Japanese Corporation Tax Law and its regulation. As a result of this change, operating loss, ordinary loss, and loss before income taxes have increased by ¥1,513 million respectively.

Certain costs incurred to develop or obtain internal use computer software are capitalized and are amortized on a straight-line basis over the estimated useful life of 5 years.

(5) Stock and bond issuance costs

Stock and bond issuance costs are charged to income as incurred.

(6) Allowance for doubtful accounts

An allowance for doubtful accounts is provided based on credit loss history and an evaluation of any specific doubtful receivables.

(7) Accrued bonuses

Accrued bonuses to employee are provided for the estimated amounts, which the company will pay based on the service provided during the current period.

(8) Accrued bonuses to directors

Accrued bonuses to directors are provided for the estimated amounts, which the company will pay based on the service provided during the current period.

(9) Allowance for inventories devaluation

Following purchase of inventories from consignment factories, the company reserved allowance on devaluation losses at end of period, which the company expects to bear.

(10) Pension and severance plans for employees

Pension and severance costs were accrued based on the benefit obligations and pension plan assets at the end of the current fiscal year.

Unrecognized prior service cost and actuarial loss are amortized on the straight-line method over the average remaining service period of employees expected to receive benefits under the plan, which is currently 15 years.

(11) Severance plans for directors and statutory auditors

Severance costs were accrued based on the benefit obligations at end of period.

(12) Accrual for settlements and litigation

The Company has provided an accrual for the settlements and litigation relating to the anti-trust disputes and litigation in northern America.

(13) Foreign currency translation

Foreign currency receivables and payables are translated into Japanese yen at effective period-end exchange rates and the resulting transaction gains or losses are taken into the consolidated results. The balance sheet accounts of foreign consolidated subsidiaries and an affiliated company are translated into Japanese yen at effective period-end exchange rates, except for the components of shareholders' equity which are translated at their historical exchange rates, and all income and expense accounts are translated at the average exchange rate in effect during the period. The resulting translation differences are recorded in a separate component of shareholders' equity as translation adjustments.

(14) Major lease transactions

Capital leases are as per accounting of sales.

(15) Hedge accounting

(i) Hedge accounting

The company has adopted deferral hedge accounting for its derivative transactions. Some interest rate swaps have been adopted exceptional treatment under Japanese GAAP.

(ii) Derivative instruments and subject

The interest rate swap is as the derivative instruments and the long-term debt and bond are subject to hedge.

(iii) Policy of derivative transactions

The Company has entered into interest rate swap agreements in order to manage certain risks arising from adverse fluctuation in interest rates.

(iv) Evaluation of Hedge effectiveness

Hedge effectiveness is determined by comparing the cumulative changes in cash flows or fair values from the hedging instruments with those from the hedged items. As a result of the evaluation of hedge effectiveness, inapplicable hedging instruments are excluded from hedge accounting.

The evaluation of hedge effectiveness is omitted for interest rate swaps under exceptional treatment.

(16) Consumption tax and other

Accounted exclusive of consumption taxes and local consumption taxes.

5. Valuation of assets and liabilities of consolidated subsidiaries

The Company adopts the partial fair value method.

6. Amortization of Goodwill

Goodwill is amortized on a straight-line method over 5 years or 15 years.

7. Cash and cash equivalents in the consolidated statements of cash flows

Cash and cash equivalents consist of cash on hand, cash in banks which can be withdrawn at any time and short-term investments with a maturity of three months or less when purchased which can easily be converted to cash and are subject to little risk of change in value.

(Notes to Consolidated statements of changes in net assets)

For the year ended March 31, 2007

1. Type and number of shares outstanding and treasury stock

	Number of shares as of March 31, 2006	Number of shares increased in the current period	Number of shares decreased in the current period	Number of shares as of March 31, 2007
Outstanding shares				
Common stock	96,468,400	32,820,500	—	129,288,900
Total	96,468,400	32,820,500	—	129,288,900
Treasury stocks				
Common stock	315	211	—	526
Total	315	211	—	526

*1. Increase in the number of shares outstanding of 30,000,000 shares was due to the public offering of shares, 2,300,000 shares was due to the allocation of shares to a third party, and 520,500 shares was due to the execution of stock options.

2. Increase in the number of treasury stock of 211 common stocks was due to purchase of less-than-one-unit shares.

2. Stock subscription rights

	Breakdown of stock subscription rights	Type of shares	Objective and Number of Shares Applicable to Share				Balance of shares as of March 31, 2007 (millions of yen)
			Number of shares as of March 31, 2006	Increase in the Number of Shares during the current period	Decrease in the Number of Shares during the current period	Number of shares as of March 31, 2007	
Issuing company	Stock subscription rights as stock option	Common stock	—	—	—	—	43

For the year ended March 31, 2008

1. Type and number of shares outstanding and treasury stock

	Number of shares as of March 31, 2007	Number of shares increased in the current period	Number of shares decreased in the current period	Number of shares as of March 31, 2008
Outstanding shares				
Common stock	129,288,900	481,500	—	129,770,400
Total	129,288,900	481,500	—	129,770,400
Treasury stocks				
Common stock	526	314	—	840
Total	526	314	—	840

*1. Increase in the number of shares outstanding of 481,500 shares was due to the execution of stock options.

2. Increase in the number of treasury stock of 314 common stocks was due to purchase of less-than-one-unit shares.

2. Stock subscription rights

	Breakdown of stock subscription rights	Type of shares	Objective and Number of Shares Applicable to Share				Balance of shares as of March 31, 2008 (millions of yen)
			Number of shares as of March 31, 2007	Increase in the Number of Shares during the current period	Decrease in the Number of Shares during the current period	Number of shares as of March 31, 2008	
Issuing company	Stock subscription rights as stock option	Common stock	—	—	—	—	148

(Notes to Consolidated statements of cash flow)

1. Cash and cash equivalents at March 31, 2007 and 2008 are reconciled to the account reported in the consolidated balance sheet as follows :

	As of March 31, 2007 (Million of yen)	As of March 31, 2008 (Million of yen)
Cash on hand and in banks	166,700	97,564
Less : Time deposits due over three months	1,154	609
Cash and cash equivalents	165,546	96,955

2. Significant non-cash transactions

	For the year ended March 31, 2007 (Million of yen)	For the year ended March 31, 2008 (Million of yen)
(1)Purchase of assets by finance lease transaction	990	415
(2)Purchase of marketable securities by Investment in-kind	4,838	-

(Lease transactions)

At March 31, 2007 and 2008, the Company had operating leases with minimum rental commitments as follows:

	As of March 31, 2007 (Million of yen)	As of March 31, 2008 (Million of yen)
Due within 1 year	8,832	22,431
Due over 1 year	9,584	27,070
Total	18,416	49,501

(Marketable securities)

(1) Other marketable securities

(Millions of yen)

	As of March 31, 2007			As of March 31, 2008		
	Cost	Fair Value	Variance	Cost	Fair Value	Variance
Securities of which fair value below cost						
Marketable securities	2,334	2,249	(85)	2,441	1,305	(1,136)

(2) Securities with no fair value

(Millions of yen)

	Book value
Other securities Unlisted bonds	2,132
Total	2,132

(3) Redemption schedule of securities with maturity and held-to-maturity bonds of other securities

(Millions of yen)

	Within one year	Over one year within five years	Over five years within ten years	Over ten years
Bonds	—	2,132	—	—
Total	—	2,132	—	—

(Derivative Financial Instruments)

Notional Amounts, Fair Value and Unrealized Gain or Loss of Derivatives

1. Currencies

(Millions of yen)

Classification	Description	March 31, 2007				March 31, 2008			
		Notional amount	Notional amount more than 1 year	Fair value	Gain (loss)	Notional amount	Notional amount more than 1 year	Fair value	Gain (loss)
Transactions other than market transactions	Forward foreign exchange contract								
	Selling:								
	U.S. dollar	40,045	-	39,825	220	17,561	-	16,196	1,365
	Buying:								
	U.S. dollar	586	-	586	0	-	-	-	-
Total		-	-	-	220	-	-	-	1,365

Note: The fair values are based on market quotations.

2. Interest Rates

(Millions of yen)

Classification	Description	March 31, 2007				March 31, 2008			
		Notional amount	Notional amount more than 1 year	Fair value	Gain (loss)	Notional amount	Notional amount more than 1 year	Fair value	Gain (loss)
Transactions other than market transactions	Interest rate swap								
	Receiving fixed paying floating rates	-	-	-	-	50,000	50,000	(184)	484
Total		-	-	-	-	-	-	-	484

Note:

(1) The fair values are based on quotations from financial institutions.

(2) The above information excludes derivatives accounted for as hedge instruments.

(3) In the fiscal year ended March 31, 2008, the interest rate swaps shown have become inapplicable for hedge accounting and therefore the deferred gains or losses are recognized in the income statement as adjustment to interests over the maturity period of the underlying transactions. The fair value is included in the Other Long-term Liabilities on the consolidated balance sheet.

(Segment Information)

[Business Segment Information]

During the year ended March 31, 2007 and the year ended March 31, 2008, our group was operating a single segment of the semiconductor business centering on DRAM, so the information by business segment is omitted.

[Geographical segment information]

For the fiscal year ended March 31, 2007

	Japan (MY)	Asia (MY)	Europe (MY)	North America (MY)	Total (MY)	Offset or corporate total (MY)	Consoli- dated (MY)
Sales							
(1) Sales to third parties	174,248	129,754	33,854	152,183	490,039	—	490,039
(2) Inter-segment sales and transfers	296,753	161	119	283	297,316	(297,316)	—
Total	471,001	129,915	33,973	152,466	787,355	(297,316)	490,039
Operating expenses	412,884	127,232	32,262	146,695	719,073	(297,454)	421,619
Operating income	58,117	2,683	1,711	5,771	68,282	138	68,420
Assets	743,317	48,830	8,877	29,029	830,053	(67,617)	762,436

Note 1: Countries and regions are grouped according to the geographical closeness.

2: Major countries and regions other than Japan are as follows:

(1) Asia: Hong Kong, Singapore and Taiwan

(2) Europe: Germany

(3) North America: the United States

For the fiscal year ended March 31, 2008

	Japan (MY)	Asia (MY)	Europe (MY)	North America (MY)	Total (MY)	Offset or corporate total (MY)	Consoli- dated (MY)
Sales							
(1) Sales to third parties	220,100	84,508	30,425	70,448	405,481	—	405,481
(2) Inter-segment sales and transfers	176,909	52	16	48	177,025	(177,025)	—
Total	397,009	84,560	30,441	70,496	582,506	(177,025)	405,481
Operating expenses	422,103	85,317	30,753	69,273	607,446	(177,025)	430,421
Operating income (loss)	(25,094)	(757)	(312)	1,223	(24,940)	0	(24,940)
Assets	752,687	22,559	6,529	14,761	796,536	(42,157)	754,379

Note 1: Countries and regions are grouped according to the geographical closeness.

2: Major countries and regions other than Japan are as follows:

(1) Asia: Hong Kong, Singapore and Taiwan

(2) Europe: Germany and Switzerland

(3) North America: the United States

[Overseas sales]

For the fiscal year ended March 31, 2007

	North America	Asia	Europe	Total
I Overseas sales (MY)	152,073	133,664	33,855	319,592
II Consolidated sales (MY)				490,039
III Ratio of overseas sales over consolidated sales (%)	31.0	27.3	6.9	65.2

Note 1: Countries and regions are grouped according to the geographical closeness.

2: Major countries and regions other than Japan are as follows:

North America: the United States

Asia: Taiwan, Singapore and Hong Kong

Europe: Whole area

3: The amount of overseas sales is the amount of sales made by our Company and consolidated subsidiaries in countries and regions outside Japan.

For the fiscal year ended March 31, 2008

	North America	Asia	Europe	Total
I Overseas sales (MY)	71,672	146,534	30,428	248,634
II Consolidated sales (MY)				405,481
III Ratio of overseas sales over consolidated sales (%)	17.7	36.1	7.5	61.3

Note 1: Countries and regions are grouped according to the geographical closeness.

2: Major countries and regions other than Japan are as follows:

North America: the United States

Asia: Taiwan, Singapore and Hong Kong

Europe: Whole area

3: The amount of overseas sales is the amount of sales made by our Company and consolidated subsidiaries in countries and regions outside Japan.

(Business Combinations)

For the fiscal year ended March 31, 2008

1. Outline of the business combination

(1) Business operations subject to business combination
DRAM wafer processing

(2) Legal structure of business combination
Formation of a joint venture

(3) Name of the joint venture
Rexchip Electronics Corporation

(4) Outline of the transaction
Under the joint venture agreement with Powerchip Semiconductor Corporation, the Company has made an investment in Rexchip Electronics Corporation on May 25, 2007 in order to increase its production capacity.

2. Outline of the accounting

The Company and Powerchip Semiconductor Corporation have entered into an agreement under which the two independent companies acquire shares of voting stock of Rexchip Electronics Corporation solely in exchange for their contributions and jointly control Rexchip Electronics Corporation. There is no certain fact that indicates other controlling relationships. Based on these, the business combination is considered to be a formation of a joint venture and is accounted for under the pooling of interests method of accounting for business combinations.

The Company's investment in Rexchip Electronics Corporation is shown as investment securities on its consolidated balance sheets.

(Amounts Per Share)

For the year ended March 31, 2007		For the year ended March 31, 2008	
Shareholders' equity per share	¥2,930.92	Shareholders' equity per share	¥2,679.57
Net income per share	¥ 444.00	Net loss per share	¥181.58
Diluted net income per share	¥ 437.94	Diluted net income per share*	—

*Diluted net income per share is not shown because the Company had a net loss per share during the period.

Basis for calculation of net income (loss) per share is as follow:

	For the year ended March 31, 2007	For the year ended March 31, 2008
Net income (loss)	52,943	(23,542)
Amount not attributable to common stock	—	—
Net income (loss) attributable to common stock	52,943	(23,542)
Average number of shares outstanding during the year (thousand shares)	119,242	129,648
Increase number of shares outstanding during the year (thousand shares) (Including Stock options (thousand shares))	1,651 (1,651)	—
Securities that could potentially dilute basic EPS in the future that were not included in the fully diluted computation because they would have been antidilutive	—	Stock options (number of options: 30,157)

(Important Subsequent Events)

For the fiscal year ended March 31, 2008

Merger of consolidated subsidiary

Hiroshima Elpida Memory, Inc., a 100% owned subsidiary of the Company, has merged into the Company on April 1, 2008.

1. Purpose of merger

The Company wishes to and is in the process of fully merging its operations with its 100% owned DRAM manufacturing subsidiary, Hiroshima Elpida Memory, Inc. The result should be a centralized management structure to coordinate technology development, manufacturing and sales that can deliver greater management efficiency and a stronger business base.

2. Effective date of merger

April 1, 2008

3. Method of merger

In accordance with Article 796, Paragraph 3 and Article 784, Paragraph 1 of the Corporate Law, Hiroshima Elpida Memory, Inc. has merged into the Company and has dissolved.

4. Increase in Capital Stock

There is no issuance of new shares or increase in Capital Stock associated with the merger.

5. Method of accounting

The merger is accounted for as a common control transaction.

6. Assets and liabilities taken over

As of the effective date of the merger, the Company has taken over all assets, liabilities, rights and obligations of Hiroshima Elpida Memory, Inc.

The financial position of Hiroshima Elpida Memory as of March 31, 2008 was as follows:

Total assets	¥478,995 million
Total liabilities	¥476,963 million
Net assets	¥2,032 million

Appendix (Unaudited)**1. Selected Quarterly Consolidated Statements of Operations**

(Millions of yen)

	Jan-Mar 2007 (4Q-FY2006)		Apr-Jun 2007 (1Q-FY2007)		Jul-Sep 2007 (2Q-FY2007)		Oct-Dec 2007 (3Q-FY2007)		Jan-Mar 2008 (4Q-FY2007)	
	%		%		%		%		%	
Net sales	144,185	100.0	109,482	100.0	111,555	100.0	94,047	100.0	90,397	100.0
Gross profit (loss)	29,356	20.4	17,455	15.9	19,764	17.7	5,180	5.5	(9,059)	-10.0
Selling, general and administrative expenses	14,424	10.0	13,712	12.5	13,624	12.2	14,120	15.0	16,824	18.6
Operating income (loss)	14,932	10.4	3,743	3.4	6,140	5.5	(8,940)	-9.5	(25,883)	-28.6
Income (loss) before income taxes	12,794	8.9	22,426	20.5	1,216	1.1	(13,019)	-13.9	(31,690)	-35.1
Net income (loss)	8,485	5.9	14,554	13.3	3,274	2.9	(12,129)	-12.9	(29,241)	-32.3
EBITDA ⁽¹⁾	36,002	25.0	45,495	41.6	25,229	22.6	12,088	12.9	(5,506)	-6.1
Average exchange rate (Yen to a U.S. Dollar)	119.52		119.02		120.40		114.07		109.12	

2. Selected Consolidated Financial Data

(Figures in millions of yen otherwise specified)

	Mar 31, 2007 (4Q-FY2006)	Jun 30, 2007 (1Q-FY2007)	Sep 30, 2007 (2Q-FY2007)	Dec 31, 2007 (3Q-FY2007)	Mar 31, 2008 (4Q-FY2007)
Cash and time deposits	166,700	116,467	96,954	97,496	97,564
A/R collection period ⁽²⁾	66 days	65 days	61 days	69 days	69 days
Inventory holding period ⁽³⁾	43 days	53 days	62 days	78 days	67 days
Interest-bearing debt ⁽⁴⁾	229,613	223,511	206,535	224,108	289,061
Net D/E ratio ⁽⁵⁾	0.17 times	0.27 times	0.28 times	0.33 times	0.55 times
Shareholders' equity ratio ⁽⁶⁾	49.7%	51.4%	51.0%	49.6%	46.1%

3. Selected Consolidated Statements of Cash Flows

(Millions of yen)

	Jan-Mar 2007 (4Q-FY2006)	Apr-Jun 2007 (1Q-FY2007)	Jul-Sep 2007 (2Q-FY2007)	Oct-Dec 2007 (3Q-FY2007)	Jan-Mar 2008 (4Q-FY2007)
Net cash provided by operating activities	29,287	51,927	31,870	13,188	(13,883)
Net cash used in investing activities	(45,822)	(107,600)	(72,935)	(30,957)	(48,902)
Net cash provided by (used in) financing activities	(3,788)	4,800	23,504	17,649	64,701
Free cash flow	(16,535)	(55,673)	(41,065)	(17,769)	(62,785)

⁽¹⁾ EBITDA = Income (loss) before income taxes + Interest expense + depreciation and amortization

⁽²⁾ A/R collection period (days) = Accounts receivable, trade / Average monthly net sales x 30 days

⁽³⁾ Inventory holding period (days) = Inventories / Average monthly cost of sales x 30 days

⁽⁴⁾ Interest-bearing debt = Bond + Short-term debt + Long-term debt + Obligation under capital leases

⁽⁵⁾ Net D/E ratio (times) = (Interest-bearing debt – Cash and time deposits) / Total net assets

⁽⁶⁾ Shareholders' equity ratio (%) = (Total net assets – Share subscription rights) / Total Assets x 100